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5-068A080

February 27, 1985

\* NOT ADMITTED IN NEW YORK

Mr. James H. Bayne  
Secretary  
Interstate Commerce Commission  
Washington, D.C.

Dear Mr. Bayne:

I have enclosed eight (8) originals of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is an Amendment Number One to Hulk Purchase Agreement, a secondary document, dated as of February 1, 1985. The primary document to which this is connected is a Hulk Purchase Agreement, dated as of October 1, 1984, between Willis-Jenkins, Inc., as buyer, and Grand Trunk Western Railroad Company, as seller, recorded under Recordation No. 14446.

The names and addresses of the parties to this document are as follows:

Buyer: Willis-Jenkins, Inc.  
1111 Lake Cook Road  
Suite 225  
Buffalo Grove, Illinois 60090

Seller: Grand Trunk Western Railroad Company  
131 West Lafayette Blvd.  
Detroit, Michigan 48226

*Consent of James H. Bayne*

RECORDED  
14446-A  
FEB 27 1985 3 42 PM  
10:00

follows: A description of the equipment covered by this document

One-hundred reconstructed 60', 70-ton roller-bearing  
"hi-cube" auto parts cars bearing road numbers GTW  
384000-384099, inclusive.

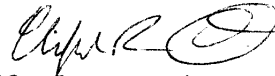
follows: A short summary of the document to appear in the index

Covers 100 auto parts cars - GTW 384000-384099.

A total fee of \$10 is enclosed to cover the filing for  
this document.

Please return to bearer the stamped counterparts not  
needed by the Commission for its files.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Clifford R. Ennico".

Clifford R. Ennico, Esq.

RECORDATION NO. 14446-14  
Filed 1425

FEB 27 1985 -3 40 PM

AMENDMENT NUMBER ONE TO  
HULK PURCHASE AGREEMENT

INTERSTATE COMMERCE COMMISSION

THIS AMENDMENT AGREEMENT is dated as of February 1, 1985, and is by and between WILLIS-JENKINS, INC., an Illinois corporation having its principal place of business at Suite 225, 1111 Lake Cook Road, Buffalo Grove, Illinois 60090 (the "Buyer") and GRAND TRUNK WESTERN RAILROAD COMPANY, a Michigan and Indiana corporation having its principal place of business at 131 West Lafayette Boulevard, Detroit, Michigan 48226 (the "Seller").

W I T N E S S E T H:

WHEREAS, prior to the date hereof the Seller and the Buyer executed a Hulk Purchase Agreement dated as of October 1, 1984 (the "Hulk Purchase Agreement"), which Hulk Purchase Agreement was filed with the Interstate Commerce Commission on October 15, 1984 as recordation number 14446; and

WHEREAS, the Seller and the Buyer now desire to amend the Hulk Purchase Agreement.

NOW THEREFORE, for and in consideration of the premises and the mutual covenants hereinafter contained, the Seller and the Buyer hereby covenant, agree and bind themselves as follows:

ARTICLE 1. The second paragraph of the Hulk Purchase Agreement is hereby amended by deleting "December 31, 1984" appearing in the twenty-second line thereof and substituting "January 31, 1985" therefor.

ARTICLE 2. The second paragraph of the Hulk Purchase Agreement is hereby amended by deleting "February 28, 1985" appearing in the last line thereof and substituting "June 1, 1985" therefor.

ARTICLE 3. The third paragraph of the Hulk Purchase Agreement is hereby amended by deleting "March 31, 1985" appearing in the second line thereof and substituting "June 1, 1985" therefor.

ARTICLE 4. The sixth paragraph of the Hulk Purchase Agreement is hereby amended by deleting "March 31, 1985" appearing in clause (ii) thereof and substituting "June 1, 1985" therefor.

ARTICLE 5. Exhibit A to the Hulk Purchase Agreement is hereby amended to read as Attachment 1 which is attached hereto.

ARTICLE 6. Except as herein stated, all other terms and conditions of the Hulk Purchase Agreement remain unchanged and are in full force and effect.

IN WITNESS WHEREOF, the parties hereto have each caused this Amendment Number One to Hulk Purchase Agreement to be executed by their respective officers thereto duly authorized.

WILLIS-JENKINS, INC.,  
as Buyer

(SEAL)

Attest: Steven J. Mortimer By: Thomas C. Willis

STEVEN J. MORTIMER  
(Typed or Printed Name)

THOMAS C. WILLIS  
(Typed or Printed Name)

Title: ASST. SECRETARY Title: PRESIDENT

GRAND TRUNK WESTERN  
RAILROAD COMPANY,  
as Seller

(SEAL)

Attest: W.P. Secary By: P.E. Tatro

W.P. SECARY  
(Typed or Printed Name)

P.E. TATRO  
(Typed or Printed Name)

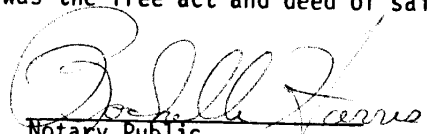
Title: Asst. Secretary Title: SA VP Finance

STATE OF ILLINOIS

COUNTY OF COOK

} ss.:

On the 15 day of FEBRUARY 1985, before me personally appeared Thomas C. Willis, who, being by me duly sworn, did say that he/she is an Authorized Officer of WILLIS-JENKINS, INC., that one of the seals affixed to the foregoing instrument is the seal of said Corporation, and that said instrument was signed and sealed on behalf of said Corporation, by authority of its by-laws and by resolution of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

  
Notary Public

(NOTARIAL SEAL)

My Commission Expires: 1/25/87

STATE OF MICHIGAN

COUNTY OF WAYNE

)  
} ss.:

On the 19th day of Feb 1985, before me personally appeared P.E. Tatro, who, being by me duly sworn, did say that he/she is an Authorized Officer of GRAND TRUNK WESTERN RAILROAD COMPANY, that one of the seals affixed to the foregoing instrument is the seal of said Corporation, and that said instrument was signed and sealed on behalf of said Corporation, by authority of its by-laws and by resolution of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

  
Notary Public

(NOTARIAL SEAL)

My Commission Expires:

1.1.1987  
Notary Public, State of Michigan  
My Commission Expires Nov. 2, 1985

ATTACHMENT 1 TO  
AMENDMENT NUMBER ONE  
HULK PURCHASE AGREEMENT

HULK PURCHASE AGREEMENT

Exhibit A

<u>Quantity</u>	<u>Description</u>	<u>Bearing "GTW" Road Numbers</u>	<u>Purchase Price</u>	
			<u>Per Unit</u>	<u>Total</u>
100	60' 70 ton friction bearing box cars	383001;383002;383004;383005;383008 383009;383011;383012;383016;383023 383027;383029;383037;383039;383040 383044;383046;383047;383048;383049 383050;383054;383055;383058;383062 383063;383070;383071;383083;383085 383086;383092;383094;383096;383098 383099;383100;383102;383104;383106 383107;383109;383111;383112;383115 383116;383117;383118;383119;383120 383121;383122;383123;383126;383129 383130;383136;383138;383139;383141 383142;383145;383146;383147;383149 383150;383153;383154;383156;383159 383160;383162;383164;383165;383166 383170;383172;383175;383177;383178 383179;383180;383181;383182;383183 383184;383185;383186;383188;383190 383193;383194;383198;383199;383200 383202;383204;383206;383207;383208	\$2,000.00	\$200,000.00